

Section L

L.17 VOLUME III – CONFLICT OF INTERST AND COMPLIANCE PROGRAM ORGANIZATION

The Offeror's or QIO's conflict of interest disclosure shall be organized as follows:

TAB A	Organizational Conflict of Interest – Summary List of Contracts
TAB B	Conflict of Interest – Information and Detail
TAB C	Compliance Program Attestation

L.18 VOLUME III – CONFLICT OF INTEREST AND COMPLIANCE PROGRAM PROPOSAL INSTRUCTIONS

Volume III shall include the following:

TAB A: Organizational Conflict of Interest—Summary List of Contracts

The Offerors or QIOs must disclose all contracts, both government (local, state and Federal) and non-government currently held with CMS or other government health care agencies, whether state of federal, as a Prime and/or as a Subcontractor, for itself, its parent company, subsidiaries or other affiliated entities. For each such contract, offerors or QIOs must provide the following:

- (a) Identify contract as a Prime, Subcontractor, parent company, subsidiaries or other affiliated entities
- (b) Contract Number
- (c) Period of Performance
- (d) Point of Contact (Project Officer and Contracting Officer)
- (e) Contract Amount
- (f) Short Description
- (g) For each contract listed under this category, the Offeror or QIO must provide a statement to the effect whether or not the identified entity (see "Definitions" at Section H.11.c) has an actual, potential or apparent organizational conflict of interest (OCI) for each OCI type: 1) Unequal Access to Information, 2) Biased Ground Rules, and/or 3) Impaired Objectivity. If a potential organizational conflict of interest is identified; then the Offeror or QIO must submit a mitigation plan.

(1)	Unequal Access to Information	Consists of situations in which a firm has access to nonpublic information as part of its performance of a government contract and where that information may provide the firm a competitive advantage in a later competition for a government contract. In these "unequal access to information" cases, the concern is limited to the risk of the firm gaining a competitive advantage; there is no issue of bias.
(2)	Biased Ground Rules	Consists of situations in which a firm, as part of its performance of a government contract, has in some sense set the ground rules for another government contract by, for example, writing the statement of work or the specifications. In theses "biased ground rules" cases, the primary concern is that the firm could skew the competition, whether intentionally or not, in favor of itself. These situations may also involve a concern that the firm by virtue of its special knowledge of the agency's future requirements would have an unfair advantage in the competition for those requirements.
(3)	Impaired Objectivity	Consists of situations where a firm's work under one government contract could entail evaluating itself, either through an assessment of performance under another contract or an evaluation of proposals. In these "impaired objectivity" cases, the concern is that the firm's ability to render impartial advice to the government could appear to be undermined by its relationship with the entity whose work product is being evaluated.

All proposed subcontractor(s) must disclose to the prime contractor all contracts, both government (local, state and Federal) and non-government currently held as a Prime and/or Subcontractor, at the same level required under (a) through (g) as stated above.

Sample Disclosure Format for TAB A

(a) Type of Contract	(b) Contract #	(c) Period of Performance	(d) Points of Contact	(e) Contract Amount	(f) Short Description	(g) *Potential Conflict Y/N

* If answer in block (g) is "yes", see Tab A paragraph (g) for instructions, i.e., mitigation plan.

TAB B: Conflict of Interest—Information and Detail

In order to be eligible for award of a contract the Government must ensure that an Offeror or QIO is free, to the greatest extent possible, of all conflicts of interest. Therefore, the Offeror or QIO is required to submit the disclosure of information contained in Section H.11.d et sec. the Conflict of Interest Certificate, in order to be considered for award. Failure to submit the required Conflict of Interest Certificate information may deem an Offeror's or QIO's proposal to be non-responsive to the solicitation. Examples of methods an Offeror or QIO may use to mitigate conflicts of interest, including conflicts created as a result of the financial relationships of officers, directors and managers within the organization are provided below. The examples are not intended to be an exhaustive list of all the possible methods to mitigate conflicts of interest. Further the Contracting Officer is not obligated to approve a mitigation method that uses one or more of these examples. An Offeror's or QIO's method of mitigating conflicts of interest, if required, will be evaluated on a case-by-case basis during the proposal evaluation process.

- Divestiture of the financial relationship the organization has in another organization;
- If the conflict exists because of the financial relationships of individuals within the organization, recusal of the individual from decisions related to the interest or divestiture of the relationships by the individual involved;
- If the conflict exists because of an individual's indirect interest, recusal of the individual from decisions related to the interest, divestiture of the interest or removal of the individual from the work under the contract.

TAB C: Compliance Program Attestation

In order to be eligible for award of a contract, the Offeror or QIO must have in place a compliance program that is acceptable to CMS. The compliance program shall cover the QIO 10th SOW. The Offeror or QIO shall submit a Compliance Program Attestation at the time of the proposal in the format specified by CMS.

Section M.X

Evaluation of Conflict of Interest Certification and Compliance Program

CONFLICT OF INTEREST

Conflict of Interest Certificates will be reviewed in accordance with contract Section H.11 and Section L.18 of this solicitation. The Government will review the Offeror's or QIO's Conflict of Interest (COI) submission of information required in Section H.11 and Section L.18 and make a determination that the Offeror or QIO meets the COI requirements. CMS will not enter into a contract with an entity that CMS determines has, or has the potential for, an unresolved organizational conflict of interest unless CMS

determines that the risk can be sufficiently mitigated. If the Offeror's or QIO's proposal is determined to be adequate for award consideration and if the Contracting Officer determines a COI exists, the Offeror will be informed of the conflict and be provided an opportunity to submit clarifications or a revised mitigation strategy for consideration. Failure to submit the required Conflict of Interest Certificates or failure to submit an acceptable mitigation plan if required, will result in the Offeror or QIO to be non-responsive to the solicitation requirements and therefore, ineligible for award.

EVALUATION OF ATTESTATIONS

CMS may use Attestations to assist in determining whether the Offerors or QIOs are responsible under FAR 9.1. There are three Attestations required to be submitted with the initial QIO 10th SOW proposal. The Attestations will be in the areas of:

- Information Security Plan (to be addressed in the RFP)
- Corporate Governance (to be addressed in the RFP)
- Compliance Program

If an Offeror or QIO does not submit an Attestation in accordance with the solicitation, the proposal may be deemed unacceptable. If CMS discovers that an Offeror or QIO has submitted false Attestations following the acceptability determination the Offeror or QIO shall be determined not to have a satisfactory record of integrity and business ethics and the proposal shall be removed from award consideration.

CONTRACTOR INTEGRITY/MISCONDUCT

The Offeror or QIO will include disclosures required under this heading in the Compliance Program attestation. CMS Compliance Officer shall review the Offeror's proposal to determine the relevance and severity of any misconduct and/or integrity issue identified.